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March 2, 2005

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

Re: CC Docket No. 00-257: Carrier Change Verification for Hawaiian Telcom MergerSub, Inc.

Dear Ms. Dortch:

Hawaiian Telcom MergerSub, Inc. f/k/a Paradise MergerSub, Inc. ("Hawaiian Telcom"), pursuant to 47 C.F.R. § 64.1120(e) of the Commission's rules, herein notifies the Commission that its planned transfer of control of Verizon Hawaii, Inc., and acquisition of assets in Hawaii from Bell Atlantic Communications, Inc. (d/b/a/ Verizon Long Distance) and Verizon Select Services, Inc., will result in the transfer of the subscriber bases of these carriers located in Hawaii to Hawaiian Telecom. As required by that rule section, Hawaiian Telcom provides the following information:

- a. Names of the Parties to the Transaction: Verizon Hawaii, Inc., Bell Atlantic Communications, Inc. (d/b/a/ Verizon Long Distance) and Verizon Select Services, Inc. ("Transferors"); and Hawaiian Telcom ("Transferee").
- b. Types of Telecommunications Services Provided to Affected Subscribers: Local exchange, intraLATA toll, interLATA toll, calling card, and international services.
- c. Date of the Transfer: The parties intend to transfer the affected customers between March 31, 2005 and May 31, 2005.
- d. Certification of Compliance: Hawaiian Telcom's certification that it will comply with the required procedures for the customer base transfer, including the provision of advance written notice to all affected subscribers, is appended hereto as Attachment A.
- e. Copy of Notices Sent to Affected Subscribers: Copies of the notices sent to affected subscribers, in compliance with the Commission's rules, are appended hereto as Attachment B, as follows:

LATHAM & WATKINS<sup>LLP</sup>

- Attachment B-1 is the notice provided to all Verizon local and long distance subscribers in February, 2005, informing them of the transfer. In addition to this notice, supplemental notices are being provided to certain customers to address their individual circumstances.
- Attachment B-2 is the form of a supplemental notice being provided to Verizon Long Distance customers that have selected a local exchange carrier other than Verizon Hawaii.
- Attachment B-3 is the form of a similar supplemental notice being provided to enterprise customers in Hawaii of Verizon Select Services, Inc. that have obtained local exchange services from a carrier other than Verizon Hawaii.
- Attachment B-4 is a notice being provided to subscribers to Verizon Long Distance's SmartTouch prepaid long distance calling plan. Because Hawaiian Telecom does not intend to offer a prepaid long distance calling plan, Verizon is complying with Commission and Hawaii Public Utilities Commission rules governing the discontinuance of this service.

No customer will be transferred to Verizon Hawaii before the required notice periods have expired.

Please direct any questions concerning this matter to me.

Very truly yours,

*/s/ Richard R. Cameron*

Richard R. Cameron  
LATHAM & WATKINS LLP  
555 Eleventh Street N.W., Suite 1000  
Washington, D.C. 20004  
(202) 637-2225

Counsel to Hawaiian Telcom MergerSub, Inc.

**Attachment A**

On behalf of Hawaiian Telcom MergerSub, Inc. ("Hawaiian Telcom"), and in accordance with Section 64.1120(e)(1) of the Commission's rules, 47 C.F.R. § 64.1120(e)(1), I hereby certify that I have read the foregoing document, and the statements therein are true, complete and correct to the best of my knowledge. I further certify compliance with the requirement to provide advance subscriber notice in accordance with Section 64.1120(e)(3) of the Commission's rules, with the obligations specified in that notice, and with all other statutory and Commission requirements that apply to the Commission's streamlined process.

Hawaiian Telcom MergerSub, Inc.

By: 

Name: SUSAN LEE KO

Title: VICE PRESIDENT

Date: 3/1/05

## **Attachment B**

The Hawaii Public Utilities Commission is currently reviewing an application for transfer of control of Verizon's telephone properties in Hawaii from Verizon to The Carlyle Group. The transfer will take place between March 31, 2005 and May 31, 2005 (the "transfer date"), subject to the Commission's approval. On that same date, also subject to Commission approval, Verizon Long Distance customers in Hawaii will become customers of Hawaiian Telcom Long Distance. The Carlyle Group is working closely with Verizon to ensure that the transfer of control goes smoothly and without service interruption to any customers. Your local telephone number will NOT change as a result of the transfer.

There are several aspects of the transition that we would like to advise you of at this time:

- As of the transfer date, Hawaiian Telcom will automatically become your service provider for any services you currently receive from Verizon Hawaii, including local telephone service and inter-island toll service, if you have selected Verizon Hawaii as your inter-island toll provider, unless you select another provider before that date. In addition, if you currently have Verizon Long Distance as your carrier for inter-island toll, interstate toll, and/or international calling, Hawaiian Telcom Long Distance will become your provider for these services as of the transfer date, unless you select another provider before the transfer date. You always have the right to select another provider of any of these services if you wish to do so and another provider is available. **There will be no change to the provider of any service you receive from a carrier other than Verizon Hawaii or Verizon Long Distance as a result of the transfer.**
- Hawaiian Telcom and/or Hawaiian Telcom Long Distance will convert your service at no cost to you. If you have a preferred

(continued)

carrier “freeze” on any of the services being transferred, the freeze will be lifted before the transfer. In order to reinstate a preferred carrier freeze, you must contact Hawaiian Telcom after the transfer.

- With the exception of the two groups of customers described in the next paragraph, Hawaiian Telcom and/or Hawaiian Telcom Long Distance will provide services to you under the same rates, terms, and conditions offered by Verizon Hawaii and/or Verizon Long Distance prior to the transfer. You will be notified of any future changes to these items by mail or in your bill.
- Two groups of customers will experience changes in rates, terms and conditions as a result of the transfer: (1) Verizon Long Distance SmartTouch Plan customers; and (2) Verizon Long Distance calling card customers who do not have Verizon Long Distance as their presubscribed (i.e., dial 1) long distance carrier. (Note that Verizon Long Distance calling card customers who have Verizon Long Distance as their presubscribed long distance carrier will not experience a change in rates, terms and conditions for calling card services.) These two groups of customers will receive a separate notification describing in detail the changes to rates, terms and conditions as a result of the transfer.
- Until the actual transfer date, Verizon will continue to be responsible for all customer service and billing issues. You should contact Verizon with any complaints or other customer services inquiries you may have prior to the transfer. After the transfer date, you should refer your questions to Hawaiian Telcom and/or Hawaiian Telcom Long Distance.

The changes described above are subject to Commission approval of the application to transfer control of the Verizon telephone properties.

We appreciate your understanding and support during this transition period. If you have any questions, our toll-free customer contact numbers are (877) 483-5305 for residential customers and (800) 483-5000 for business customers. Business customers can also contact their account manager.

**Attachment B-2**

**Form of Supplemental Notice to CLEC Customers**  
**Presubscribed to Verizon Long Distance**

Dear Verizon Long Distance Customer:

Recently you received a notice in your bill alerting you that Verizon is selling its assets in Hawaii to The Carlyle Group. That sale is currently pending approval by the Hawaii Public Utilities Commission. When the sale is approved, Verizon Long Distance customers will automatically become customers of Hawaiian Telcom Long Distance. We expect the transfer to occur sometime between March 31, 2005 and May 31, 2005.

We are contacting you to inform you that there was an error in the notice you received. The notice said that if you have a preferred carrier freeze on your line, the freeze will automatically be lifted in order to effect the change to Hawaiian Telcom Long Distance and that you should contact Hawaiian Telcom after the transfer date to have a preferred carrier freeze reinstated on your line. Since you are not a customer of Hawaiian Telcom for your local services, you should not contact Hawaiian Telcom to reinstate a freeze to your line. You should contact your local service provider. We apologize for any confusion. If you have any questions about this notice or about the impending change in your long distance carrier, please contact us at (877) 483-5305 for residential customers and (800) 483-5000 for business customers.

Hawaiian Telcom Long Distance

**Attachment B-3**

**Form of Supplemental Notice to CLEC Enterprise Customers  
That Obtain Services from Verizon Select Services, Inc.**

Dear Verizon Select Services Inc. Customer:

Recently you received a notice in your bill alerting you that Verizon is selling its assets in Hawaii to The Carlyle Group. That sale is currently pending approval by the Hawaii Public Utilities Commission. When the sale is approved, Verizon Select Services Inc. customers will automatically become customers of Hawaiian Telcom Long Distance. We expect the transfer to occur sometime between March 31, 2005 and May 31, 2005.

We are contacting you to inform you that there was an error in the notice you received. The notice said that if you have a preferred carrier freeze on your line, the freeze will automatically be lifted in order to effect the change to Hawaiian Telcom Long Distance and that you should contact Hawaiian Telcom after the transfer date to have a preferred carrier freeze reinstated on your line. Since you are not a customer of Hawaiian Telcom for your local services, you should not contact Hawaiian Telcom to reinstate a freeze to your line. You should contact your local service provider. We apologize for any confusion. If you have any questions about this notice or about the impending change in your long distance carrier, please contact us at (866) 815-5280.

Hawaiian Telcom Long Distance



**Attachment B-4**

**Form of Notice to Verizon Long Distance SmartTouch<sup>SM</sup> Customers**

[Letterhead with Hawaiian Telcom Long Distance and Verizon Long Distance Logos]

PRESORTED  
FIRST  
U.S. POSTAGE  
**PAID**  
VERIZON

(Return Address)  
P.O. Box 2200  
Honolulu, HI 96841

**Important information about your long distance phone service.**

*[Name]*  
*[Address]*

March 11, 2005

Aloha *[Name]*:

As you may have heard, Verizon Long Distance is planning to transfer its customers in Hawaii to a new company, Hawaiian Telcom Long Distance. We are awaiting final regulatory approval, but we expect the transfer to take place between March 31, 2005 and May 31, 2005 ("transfer date"). If approval is granted, you will automatically become a customer of Hawaiian Telcom Long Distance for the services that you currently receive from Verizon Long Distance (e.g., inter-island toll, interstate toll, and/or international calling). You always have the right to select another provider of any of these services if you wish to do so and another provider is available. Unless you do so, however, Hawaiian Telcom Long Distance will become your provider for these services.

You are currently enrolled in Verizon Long Distance's SmartTouch<sup>SM</sup> prepaid long distance calling plan. Verizon Long Distance plans to notify the FCC and the Hawaii Public Utilities Commission that the SmartTouch prepaid long distance calling plan will no longer be available to customers in Hawaii as of the later of the transfer date or May 15, 2005 ("SmartTouch termination date"). The FCC will normally authorize this proposed discontinuance of service unless it is shown that customers would be unable to receive service or a reasonable substitute from another carrier or that the public convenience and necessity is otherwise adversely affected. If you wish to object, you should file your comments within 15 days after receipt of this notification. Address them to the Federal Communications Commission, Washington, DC 20554, referencing the Sec. 63.71 Application of Verizon Long Distance. Comments should include specific information about the impact of this proposed discontinuance upon you, including any inability to acquire reasonable substitute service.

As of the SmartTouch termination date, your SmartTouch<sup>SM</sup> account will be closed and Verizon Long Distance will mail you a check for the remaining balance in your SmartTouch<sup>SM</sup> account. In addition, you will automatically be enrolled in Hawaiian Telcom Long Distance's basic domestic and international long distance calling plans. These plans are not prepaid. Instead, you will be billed for your usage in the following month. Domestic long distance calling rates under this plan vary depending on the distance of the call, as indicated below.

Distance:	Rate:
0-3500 miles	\$.30/minute
3501-5500 miles	\$.34/minute
5501-8500 miles	\$.40/minute
3501-5500 miles	\$.50/minute

For international calling, you will automatically be enrolled in the Hawaiian Telcom Long Distance basic international rate plan. Rates for international calling vary by country. These rates are the same as the rates that Verizon Long Distance charges under its basic international calling plan. You can see a full listing of rates at [www.verizon.com](http://www.verizon.com). You will be notified of any future changes to the rates, terms, and conditions applicable to your service by mail or in your bill.

**Hawaiian Telcom Long Distance has a variety of long distance calling plans, and can help you find one that may suit your needs better than the basic rate plans.**

There are several other aspects of the transition that we would like to advise you of at this time:

- Hawaiian Telcom Long Distance will convert your service at no cost to you. If you have a preferred carrier "freeze" on any of the services being transferred, the freeze will be lifted before the transfer. In order to reinstate a preferred carrier freeze, you must contact your local carrier (e.g., Hawaiian Telcom) after the transfer.
- Until the actual transfer date, Verizon will continue to be responsible for all customer service and billing issues. You should contact Verizon Long Distance with any complaints or other customer services inquiries you may have regarding your long distance services prior to the transfer. After the transfer date, you should refer your questions regarding your long distance services to Hawaiian Telcom Long Distance.

If you have any questions about the upcoming carrier change or want to hear about other calling plans, please call: **1-(877) 483-5305** (Mon.– Fri., 7am–6pm HST).

Thank you for your business. We expect this transition will be smooth with no service interruptions. Hawaiian Telcom Long Distance looks forward to serving you in the future.

Sincerely,

Hawaiian Telcom Long Distance Customer Service  
Verizon Long Distance Customer Service